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Before the
Federal Communications Commission
Washington, DC 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In the Matter of)
)
Applications for Consent to the)
Transfer of Control of Licenses)
)
From)
)
Comcast Corporation and AT&T Corp.,)
Transferors,)
)
To)
)
AT&T Comcast Corporation,)
Transferee)
)

MB Docket No. 02-70

**OPPOSITION OF VERIZON TELEPHONE COMPANIES AND
VERIZON INTERNET SOLUTIONS D/B/A VERIZON.NET TO JOINT OBJECTION
OF COMCAST CORPORATION AND AT&T CORP. TO DISCLOSURE OF
CONFIDENTIAL INFORMATION**

The Verizon Telephone Companies and Verizon Internet Solutions d/b/a Verizon.net (collectively "Verizon") hereby oppose the Joint Objection of Comcast Corporation and AT&T Corp. to Disclosure of Confidential Information ("Joint Objection") filed with the Federal Communications Commission ("FCC" or "Commission") on July 18, 2002.¹ In their Joint Objection, Comcast Corporation ("Comcast") and AT&T Corp. ("AT&T") (collectively "Applicants") request that the FCC deny John P. Frantz, Vice President and Counselor to the General Counsel, access to material covered by the Protective Order adopted by the Commission in the above-captioned proceeding. The Protective Order bars in-house counsel that are involved

¹ Joint Objection of Comcast Corporation and AT&T Corp. to Disclosure of Confidential Information, MB Docket No. 02-70 (filed July 18, 2002) ("Joint Objection").

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in competitive decision-making from reviewing such material.² As discussed below, and as established by the attached declarations under oath of William P. Barr, Executive Vice President and General Counsel of Verizon Communications, Inc., and Mr. Frantz, Mr. Frantz is not involved in any aspect of competitive decision-making at Verizon. His duties involve the conduct of litigation and regulatory proceedings and the provision of legal advice regarding such proceedings, including in particular antitrust and merger proceedings. In the course of these duties, Mr. Frantz has been party to judicial protective orders designed to protect competitively sensitive material from improper disclosure or use. Under Commission and judicial precedent, Mr. Frantz is clearly eligible to review materials submitted under the Protective Order. For these reasons, Verizon respectfully requests that the Commission deny the Joint Objection.

I. APPLICANTS' TALISMANIC FOCUS ON MR. FRANTZ'S TITLE IS INCONSISTENT WITH COMMISSION AND JUDICIAL PRECEDENT.

The gravamen of the Joint Objection is that Mr. Frantz's title and position in Verizon, and in particular his position as a counselor to the General Counsel, *ipso facto* establish that he is engaged in competitive decision-making as that term is defined in the Protective Order.³ However, the proper inquiry turns not upon unsupported inferences drawn from Mr. Frantz's title, but upon his "actual activity and relationship with" Verizon.⁴ That inquiry conclusively

² *Applications for Consent to the Transfer of Control of Licenses From Comcast Corporation and AT&T Corp., Transferors, To AT&T Comcast Corporation, Transferee*, Protective Order, MB Docket No. 02-70 (rel. Mar. 29, 2002) ("Protective Order").

³ See Joint Objection at 3 ("[I]t is a virtual certainty that Mr. Frantz advises or participates in competitive decision-making in his role as Vice President and Counselor to Mr. Barr.").

⁴ *U.S. Steel Corp. v. United States*, 730 F.2d 1465, 1468 (Fed. Cir. 1984) (noting that "the factual circumstances surrounding each individual counsel's activities, association, and relationship with a party" must govern); *Sullivan Mktg., Inc. v. Valassis Communications, Inc.*, 1994 WL 177795, *2 (S.D.N.Y. 1994) (noting "the decision turns largely on the specific role of in-house counsel within the business"); *United States v. Sungard Data Systems, Inc.*, 173 F. Supp. 2d 20, 24 (D.D.C. 2001) ("*Sungard*") (noting that an "individualized, fact specific determination is to be preferred over generalizations ... in determining access to confidential information"); *United States v. Dentsply Int'l, Inc.*, 187 F.R.D. 152, 159 (D. Del.1999) (nothing

establishes that Mr. Frantz is in essence an inside litigation counsel—who assists in formulating and presenting Verizon’s positions in litigation and regulatory proceedings. It is exactly such personnel who must have access to confidential material in order to ensure a full and fair examination of the issues before the Commission in this (or any) merger docket.

As Applicants acknowledge, the limitation at issue here “is derived from and consistent with the standard adopted by federal courts with regard to in-house counsel accessing confidential information.”⁵ The federal courts consistently look beyond an individual’s title to his or her activities and relationship with the party he represents. In fact, the Federal Circuit has found that “a denial of access sought by in-house counsel on the sole ground of status as a corporate officer is error.”⁶ As discussed in the next section, when Mr. Frantz’s activities and relationship with Verizon—not just his title—are examined, it becomes clear that he is not involved in competitive decision-making and that he is exactly the type of in-house lawyer that the Protective Order contemplates would have access to confidential material.

II. AN EXAMINATION OF MR. FRANTZ’S ACTIVITIES AND RELATIONSHIP WITH VERIZON REVEAL THAT HE IS NOT INVOLVED IN COMPETITIVE DECISION-MAKING.

As the declarations submitted by Mr. Frantz and Mr. Barr establish, Mr. Frantz does not participate in competitive decision-making for Verizon. Mr. Frantz and Mr. Barr both attest to the fact that, in his position at Verizon, Mr. Frantz advises Mr. Barr “only on litigation and regulatory matters,” that he “is not involved in competitive decision-making at Verizon,” and

(Continued . . .)

that a court “must examine the particular counsel’s relationship and activities to determine an appropriate protective order”).

⁵ Joint Objection at 2 n. 5.

⁶ *Matsushita Elec. Indus. Co., Ltd. v. United States*, 929 F.2d 1577, 1580 (Fed. Cir. 1991) (“*Matsushita*”).

that he does not advise Mr. Barr “or any other Verizon officer” on competitive decisions.⁷ In addition, in his declaration, Mr. Barr indicates that Mr. Frantz “is not involved in my interactions with the operational, marketing, or other business organizations in Verizon related to issues of competitive decision-making.”⁸ Further, Mr. Frantz declares:

I have never ... attended a business meeting where the launch of a new product or the pricing of an existing product was discussed. I am not involved in any regular meetings with Verizon’s business people, and initiate contact with Verizon’s business people only to collect information relevant to some litigation or regulatory proceeding.⁹

In addition, Mr. Frantz’s title “does not carry any corporate duties associated with it and merely reflects the structure of Verizon’s legal department.”¹⁰ Within the Verizon legal department, Mr. Frantz holds the same corporate rank as thirty-three other attorneys. Each of these attorneys, including Mr. Frantz, reports directly or indirectly to one of seven Senior Vice Presidents and Deputy General Counsels, who in turn report to Mr. Barr. Moreover, while Mr. Frantz advises Mr. Barr on litigation and regulatory matters, he reports directly to John Thorne, Senior Vice President and Deputy General Counsel.

Finally, Mr. Frantz’s activities and responsibilities extend only to representing Verizon in antitrust and other litigation in federal and state court, participating in regulatory proceedings, and advising and assisting his direct supervisor, Mr. Thorne, and Mr. Barr on litigation and

⁷ Declaration of John P. Frantz in Response to Joint Objection of Comcast Corporation and AT&T Corp. to Disclosure of Confidential Information, ¶¶ 2, 6 (July 22, 2002) (“Frantz Declaration”) (attached hereto as Exhibit A); Declaration of William P. Barr in Response to Joint Objection of Comcast Corporation and AT&T Corp. to Disclosure of Confidential Information, ¶ 2 (July 20, 2002) (“Barr Declaration”) (attached hereto as Exhibit B).

⁸ Barr Declaration, ¶ 2.

⁹ Frantz Declaration, ¶ 6.

¹⁰ Frantz Declaration, ¶ 7.

regulatory matters. For example, Mr. Frantz currently acts as lead in-house litigation counsel for Verizon in three pending cases—*GTE.net LLC d/b/a Verizon Internet Solutions, Inc. v. Cox Communications, Inc.*,¹¹ *Winstar Holdings, LLC et al. v. Verizon Communications, Inc.*,¹² and *Care Communications of Mass. Inc. v. Verizon New England, Inc.*¹³ He also served as in-house litigation counsel in *Covad Communications Co. v. Bell Atlantic Corp.* before that case was dismissed.¹⁴ In both the *Cox* and *Covad* cases, Mr. Frantz reviewed materials submitted under protective orders—which contained similar exclusions for in-house counsel engaged in competitive decision-making—without objection from the parties submitting the confidential information. On the appellate litigation front, Mr. Frantz recently assisted Mr. Barr in his preparation for oral argument in *Verizon Communications, Inc. v. FCC*,¹⁵ and assisted in the preparation of Verizon’s briefs in *Verizon Maryland, Inc. v. Public Service Commission of Maryland*,¹⁶ *USTA v. FCC*,¹⁷ and *MediaOne Group, Inc. v. Henrico County*.¹⁸ Finally, in addition to these litigation-related duties, Mr. Frantz presently serves as Verizon’s lead counsel in the Department of Justice’s investigation of the AT&T-Comcast merger, and participated in the drafting of Verizon’s Petition to Deny, which was filed with the Commission on April 29,

¹¹ *GTE.net LLC d/b/a Verizon Internet Solutions, Inc. v. Cox Communications, Inc.*, Case No. 00-CV-2289-J(BEN) (S.D.Cal.).

¹² *Winstar Holdings, LLC et al. v. Verizon Communications, Inc.*, Civ. Action No. 02-1787 (JAP) (D.N.J.).

¹³ *Care Communications of Mass. Inc. v. Verizon New England, Inc.*, Civ. Action No. 02-1082-E (Suffolk Co. Super. Ct., Mass.).

¹⁴ *Covad Communications Co. v. Bell Atlantic Corp.*, Civil Action No. 99-1046 (GK) (D.D.C.).

¹⁵ *Verizon Communications, Inc. v. FCC*, 122 S. Ct. 1646 (2002).

¹⁶ *Verizon Md., Inc. v. Pub. Serv. Comm’n of Md.*, 122 S. Ct. 1753 (2002).

¹⁷ *USTA v. FCC*, 290 F.3d 415 (D.C. Cir. 2002).

¹⁸ *MediaOne Group, Inc. v. Henrico County*, 257 F.3d 356 (4th Cir. 2001).

2002.¹⁹ While Mr. Frantz does indeed have a “special role” within Verizon,²⁰ it is in the conduct of litigation and regulatory proceedings and does not involve the formulation of competitive strategy.²¹

III. UNDER COMMISSION AND JUDICIAL PRECEDENT, MR. FRANTZ IS EXACTLY THE TYPE OF IN-HOUSE LAWYER ENTITLED TO REVIEW CONFIDENTIAL MATERIAL.

Notwithstanding Comcast’s and AT&T’s assertions to the contrary, Commission and judicial precedent support a finding that Mr. Frantz is not engaged in competitive decision-making and thus is eligible to review materials submitted pursuant to the Protective Order. In analogous situations, both this Commission and the federal courts have permitted in-house counsel access to competitively sensitive confidential information.

Many of the factors which led the Commission to grant an AT&T attorney access to GTE and Bell Atlantic’s confidential information over those companies’ objections are present here.²² In the *GTE-Bell Atlantic Order*, the FCC noted that the AT&T attorney was “one of 130 ‘senior attorneys’ at AT&T,” did “not advise or participate in ‘competitive decision-making’ or in AT&T’s ‘business decisions,’” and performed “antitrust compliance, antitrust regulation and

¹⁹ Frantz Declaration, ¶ 4. Verizon notes that Mr. Frantz is the only in-house attorney for Verizon seeking access to the confidential materials submitted by Applicants under the Protective Order.

²⁰ Joint Objection at 5.

²¹ As Mr. Frantz’s declaration makes clear, his contact with operational personnel is limited to *obtaining* information for use in litigation or regulatory proceedings. Frantz Declaration, ¶ 6. Undersigned outside counsel (and undoubtedly outside counsel for the Applicants) have the same type of contact with operational personnel on a regular basis. Thus, the risk of inadvertent disclosure attendant with granting Mr. Frantz access to confidential material is the same as engendered by disclosure to outside counsel, who represents Verizon on a regular basis.

²² *GTE Corp., Transferor, and Bell Atlantic Corp., Transferee, for Consent to Transfer of Control*, 14 FCC Rcd 3364 (1999) (“*GTE-Bell Atlantic Order*”).

regulatory work.”²³ Mr. Frantz holds a similar position at, and performs similar work for, Verizon. As noted above, Mr. Frantz is one of thirty-four attorneys in Verizon’s legal department holding the title Vice President. Further, although Mr. Frantz holds the title Counselor to the General Counsel, he is not involved in competitive decision-making at Verizon—he does not advise Mr. Barr or any other Verizon officers regarding competitive decisions, and is not involved in Mr. Barr’s interactions with the operational, marketing, or other business organizations in Verizon related to issues of competitive decision-making. Finally, Mr. Frantz performs the same type of work that the AT&T attorney performed; he represents Verizon in antitrust and other litigation, participates in regulatory proceedings related to mergers, and advises Mr. Barr in litigation and regulatory matters.

Federal courts have uniformly granted in-house counsel access to competitively sensitive material on facts similar to those presented here. For example, in *Matsushita Elec. Indus. Co., Ltd. v. United States*, the Federal Circuit reversed a lower court decision, which had enjoined in-house counsel from reviewing confidential information submitted pursuant to a protective order based primarily on the fact that in-house counsel acted as Senior Vice President and Secretary of the company he represented.²⁴ In so ruling, the Federal Circuit emphasized that “the standard is

²³ *GTE-Bell Atlantic Order*, 14 FCC Rcd at 3365. Applicants’ reliance upon the Commission’s denial of access to two Sprint in-house counsel in the *GTE-Bell Atlantic Order* is misplaced. Sprint failed to provide any factual support for its assertion that these two in-house counsel did not participate in competitive decision-making. In fact, Sprint acknowledged that it used the two attorneys’ advice “to inform business strategies and decisions.” *Id.* By contrast, Mr. Frantz has expressly sworn that Verizon does not use his advice “to inform business strategies or decisions.” Frantz Declaration, ¶ 6.

²⁴ *Matsushita*, 929 F.2d at 1580. The Federal Circuit stated that the lower court’s conclusion “seems to suggest that general counsel are automatically to be denied access to confidential information merely because they have regular ‘contact’ with those who are involved in competitive decisionmaking, a criterion which would disqualify almost *all* in-house counsel and thus effectively constitute the very per se rule we rejected in *U.S. Steel*.” *Id.* (emphasis in original).

not ‘regular contact’ with other corporate officials who make ‘policy,’ or even competitive decisions, but ‘advice and participation’ in ‘competitive decisionmaking.’”²⁵ Similarly, in *U.S. v. Sungard Data Systems, Inc.*, the District Court for the District of Columbia granted in-house counsel access to materials covered by a protective order because in-house counsel “[did] not participate as managers or decision makers in the competitive decisions made by the actual managers of their employers.”²⁶ And, in *Volvo Penta of the Americas, Inc. v. Brunswick Corp.*, the District Court for the Eastern District of Virginia granted access to an in-house attorney who provided sworn assertions that she had no role in competitive decision-making, and previously had been granted access to confidential information otherwise covered by a protective order.²⁷

The FCC rulings relied upon by Comcast and AT&T are simply inapposite. The Commission denied the request to access WorldCom’s and MCI’s confidential information submitted pursuant to a protective order filed by in-house counsel for Bell Atlantic holding the title “Vice President and Deputy General Counsel” not because of their titles but because Bell Atlantic had failed to demonstrate that the in-house attorneys were not involved in competitive decision-making.²⁸ According to the FCC, Bell Atlantic merely asserted, “without any type of substantiation,” that these attorneys were not involved in competitive decision-making.²⁹ Here, Verizon has provided substantial information regarding Mr. Frantz’s duties and activities at

²⁵ *Id.*

²⁶ *Sungard*, 173 F. Supp.2d at 24.

²⁷ *Volvo Penta of the Americas, Inc. v. Brunswick Corp.*, 187 F.R.D. 240, 244 (E.D. Va. 1999).

²⁸ *Application of WorldCom, Inc. and MCI Communications Corp. for Transfer of Control of MCI Communications Corp. to WorldCom, Inc.*, 13 FCC Rcd 13478 (1998) (“*WorldCom-MCI Order*”).

²⁹ *Id.* at 13479.

Verizon—information that is more than sufficient to rebut any inference that might arise from his title.³⁰

The judicial authorities relied upon by Applicants are also readily distinguishable. In *F.T.C. v. Exxon Corp.*, the court denied in-house attorneys access to confidential information covered by a protective order because they sat on the corporation's board of directors and because the court had concluded that the attorneys participated in the company's competitive decision-making.³¹ Mr. Frantz is not a member of the board of directors and does not participate in competitive decision-making. In *Sullivan Marketing, Inc. v. Valassis Communications, Inc.*, the court denied in-house counsel access to confidential information because he "took a more active role in management than many general counsel," "his compensation is linked to the business' profitability," and he "attended *strategy* meetings where pricing tactics were discussed during a price war."³² In sum, both the Commission and judicial precedent relied upon by applicants involve in-house lawyers with positions senior to Mr. Frantz whose advice was used in competitive decision-making. They are simply inapposite here.³³

³⁰ Applicants specifically cite to GTE's and Bell Atlantic's argument that "[i]t is obvious from their titles alone that [Sprint in-house counsel] perform competitive decision-making roles and do not fit under the category of lawyers functioning in purely legal roles." Joint Objection of Bell Atlantic Corporation and GTE Corporation to Disclosure of Stamped Confidential Documents, CC Dkt. No. 98-184, at 2 (filed Jan. 25, 1999). But as Applicants' themselves are forced to note, Bell Atlantic invited Sprint to file affidavits explaining why these attorneys' senior positions alone should not exclude them. Joint Objection at 2. Sprint not only failed to provide factual support for its assertion that these attorneys were not involved in competitive decision-making; its pleading suggested the opposite.

³¹ *Id.*

³² *Sullivan Mktg., Inc. v. Valassis Communications, Inc.*, 1994 WL 177795, *3 (S.D.N.Y. 1994) (emphasis in original).

³³ Applicants' reliance on *Hercules Inc. v. Exxon Corp.* for the general proposition that "business and legal advice are often inextricably intertwined" is also misplaced. Joint Objection at 3 (citing *Hercules Inc. v. Exxon Corp.*, 434 F. Supp. 136, 147 (D. Del. 1977)). The district court made this statement in the context of determining whether a document sent to a patent agent was protected by attorney-client privilege, not in the context of determining whether in-

IV. CONCLUSION

For the reasons set forth above, and based upon the attached declarations of Mr. Barr and Mr. Frantz, Verizon respectfully requests that the Commission deny the Joint Objection and rule that Mr. Frantz is eligible to review materials submitted under the Protective Order

Respectfully submitted,

THE VERIZON TELEPHONE COMPANIES
AND VERIZON INTERNET SOLUTIONS
D/B/A VERIZON.NET

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July 22, 2002

(Continued . . .)

house counsel was entitled to review confidential documents. Obviously, issues of patent prosecution and licensing can often involve patent attorneys in giving business as well as legal advice to their clients. *Id.* The case is wholly inapposite here.

EXHIBIT A

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Applications for Consent to the)	
Transfer of Control of Licenses)	
)	
Comcast Corporation and)	MB Docket No. 02-70
AT&T Corp., Transferors,)	
)	
To)	
)	
AT&T Comcast Corporation,)	
Transferee)	

**DECLARATION OF JOHN P. FRANTZ IN RESPONSE TO JOINT OBJECTION
OF COMCAST CORPORATION AND AT&T CORP. TO DISCLOSURE OF
CONFIDENTIAL INFORMATION**

1. My name is John P. Frantz. My business address is 1515 North Courthouse Road, Suite 500, Arlington, Virginia 22201. I am Vice President and Counselor to the General Counsel for Verizon.
2. I am not involved in competitive decision-making at Verizon, nor do I advise Verizon's General Counsel, William P. Barr, on competitive decisions. Rather, I advise Mr. Barr only on litigation and regulatory matters.
3. My responsibilities fall into three categories. *First*, I represent Verizon in antitrust and other litigation in federal and state courts. I am currently the lead in-house litigation counsel in three pending cases -- *GTE.NET, LLC d/b/a Verizon Internet Solutions v. Cox Communications, Inc.*, No. 00-CV-2289-J (CJA) (S.D. Cal.); *Winstar Holdings, LLC et al. v. Verizon Communications, Inc.*, Civil Action No. 02-1787 (JAP)

(D.N.J.); and *CoreComm Massachusetts, Inc. v. Verizon New England, Inc.*, Civil Action No. 02-1082-E (Suffolk Co. Super. Ct., Mass.). I also participated as in-house litigation counsel in *Covad Communications Co. v. Bell Atlantic Corp.*, Civil Action No. 99-1046 (GK) (D.D.C.), before that case was dismissed. In both the *Cox* and *Covad* cases, I signed protective orders excluding in-house counsel engaged in competitive decision-making and, without objection from the other side, reviewed confidential materials.

4. *Second*, I am involved in regulatory proceedings related to mergers. Thus, I am presently serving as Verizon's lead counsel in the Justice Department's investigation of the AT&T-Comcast merger, and I participated in the drafting of Verizon's comments to the Commission on that same merger. While employed at Verizon, and in my former position as an associate at Kirkland & Ellis, I have represented Verizon (and formerly GTE) in connection with the mergers of MCI and WorldCom; WorldCom and Sprint; AT&T and MediaOne; AOL and Time Warner; and Bell Atlantic and GTE.

5. *Third*, I assist Verizon's General Counsel in litigation and regulatory matters. In my capacity as Counselor to the General Counsel, I have, for example, assisted Mr. Barr in his preparation for oral argument in *Verizon Communications, Inc. v. FCC*, 122 S. Ct. 1646 (2002), and assisted in the preparation of Verizon's briefs in *Verizon Maryland, Inc. v. Public Service Commission of Maryland*, 122 S. Ct. 1753 (2002); *USTA v. FCC*, 290 F.3d 415 (D.C. Cir. 2002); and *MediaOne Group, Inc. v. Henrico County*, 257 F.3d 356 (4th Cir. 2001).

6. I am not involved in any business decisions made at Verizon. I have never, for example, attended a business meeting where the launch of a new product or the pricing of an existing product was discussed. I am not involved in any regular meetings with

Verizon's business people, and initiate contact with Verizon's business people only to collect information relevant to some litigation or regulatory proceeding. To the extent I am asked to comment on possible transactions by Verizon or others in the industry, it is to offer antitrust or regulatory counsel. Verizon does not use my advice to inform business strategies or decisions.

7. The Commission should not infer anything about the scope of my responsibilities from my title. The title does not carry any corporate duties associated with it and merely reflects the structure of Verizon's legal department. Seven Senior Vice Presidents and Deputy General Counsels report to the General Counsel. Reporting directly or indirectly to these seven deputies, *thirty-four* Verizon attorneys (including myself) carry a title of Vice President. Although I work with Mr. Barr, I report directly to John Thorne, Senior Vice President and Deputy General Counsel. Mr. Thorne is also personally involved in many litigation matters and has, notwithstanding his more senior title and position, also signed protective orders excluding in-house counsel engaged in competitive decision-making.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 22, 2002

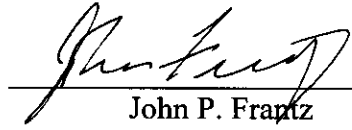

John P. Frantz

EXHIBIT B

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Applications for Consent to the)	
Transfer of Control of Licenses)	
)	
Comcast Corporation and)	MB Docket No. 02-70
AT&T Corp., Transferors,)	
)	
To)	
)	
AT&T Comcast Corporation,)	
Transferee)	

**DECLARATION OF WILLIAM P. BARR IN RESPONSE TO JOINT
OBJECTION OF COMCAST CORPORATION AND AT&T CORP. TO
DISCLOSURE OF CONFIDENTIAL INFORMATION**

1. My name is William P. Barr. My business address is 1515 North Courthouse Road, Suite 500, Arlington, Virginia 22201. I am the Executive Vice President and General Counsel of Verizon Communications, Inc. and have held that position since the merger of Bell Atlantic Corp. and GTE Corp. was consummated in June 2000. As such, I am familiar with the duties and responsibilities of John P. Frantz, Vice President and Counselor to the General Counsel.
2. Mr. Frantz is not involved in competitive decision-making at Verizon, nor does he advise me or any other Verizon officer on competitive decisions. Rather, he advises me only on litigation and regulatory matters. He is not involved in my interactions with the operational, marketing, or other business organizations in Verizon related to issues of competitive decision-making.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: July 20, 2002

A handwritten signature in black ink, appearing to read "WP Barr", written in a cursive style.

William P. Barr

CERTIFICATE OF SERVICE

I, Heather Dixon, hereby certify that on this 22nd day of July 2002, I caused a copy of the foregoing "Opposition Of Verizon Telephone Companies And Verizon Internet Solutions D/B/A Verizon.Net To Joint Objection Of Comcast Corporation And AT&T Corp. To Disclosure Of Confidential Information" to be hand delivered or electronically mailed to the following:

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A handwritten signature in cursive script that reads "Heather Dixon". The signature is written in dark ink and is positioned above a horizontal line.

Heather Dixon